

Fill in this information to identify the case:

Debtor name **Grand Fusion Housewares, LLC**

United States Bankruptcy Court for the: **NORTHERN DISTRICT OF TEXAS**

Case number (if known) **24-41694**

☐ Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/22

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

☐ None.

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

From the beginning of the fiscal year to filing date:
From **1/01/2024** to **Filing Date**

Sources of revenue
Check all that apply

☒ Operating a business
☐ Other _____

Gross revenue
(before deductions and exclusions)

\$712,397.80

For prior year:
From **1/01/2023** to **12/31/2023**

☒ Operating a business
☐ Other _____

\$3,808,478.00

For year before that:
From **1/01/2022** to **12/31/2022**

☒ Operating a business
☐ Other _____

\$5,119,248.00

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None.

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None.

Creditor's Name and Address

Dates

Total amount of value

Reasons for payment or transfer
Check all that apply

Debtor **Grand Fusion Housewares, LLC**Case number (if known) **24-41694**

| Creditor's Name and Address | Dates | Total amount of value | Reasons for payment or transfer <i>Check all that apply</i> |
|---|---|-----------------------|---|
| 3.1. MLRP 1215 Crosby LLC c/o ML Realty Partners, LLC One Pierce Place, Suite 450-W Itasca, IL 60143 | 3/1/24 - \$35,862.58 4/5/24 - \$35,862.58 5/1/24 - \$35,862.58 | \$107,587.74 | <input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other Rent payments |

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☒ None.

| Insider's name and address Relationship to debtor | Dates | Total amount of value | Reasons for payment or transfer |
|--|-------|-----------------------|---------------------------------|
|--|-------|-----------------------|---------------------------------|

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

| Creditor's name and address | Describe of the Property | Date | Value of property |
|-----------------------------|--------------------------|------|-------------------|
|-----------------------------|--------------------------|------|-------------------|

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☐ None

| Creditor's name and address | Description of the action creditor took | Date action was taken | Amount |
|---|---|-----------------------|--------------------|
| Amazon Capital Services, Inc. 410 Terry Ave N. Seattle, WA 98109 | Setoff amounts owed on loan from amounts held in Debtor's seller account Last 4 digits of account number: _____ | 4/16/24 | \$10,250.77 |

Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None.

| Case title Case number | Nature of case | Court or agency's name and address | Status of case |
|--|----------------------------|--|---|
| 7.1. Umbra LLC v. Grand Fusion Housewares, LLC 8:23-cv-00731-CJC-DFM | Patent Infringement | U.S. District Court, C.D. of California | <input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded |
| 7.2. Smart Business v. Grand Fusion Housewares, Inc. et al. Index No. E2024008174 | Breach of contract | New York Supreme Court | <input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded |

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| | Case title Case number | Nature of case | Court or agency's name and address | Status of case |
|------|---|---------------------------|------------------------------------|---|
| 7.3. | Silverline Services, Inc. v. Grand Fusion Housewares, LLC, et al. Index No. 508674 | Breach of Contract | New York Supreme Court | <input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded |

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

☒ None

| Recipient's name and address | Description of the gifts or contributions | Dates given | Value |
|------------------------------|---|-------------|-------|
|------------------------------|---|-------------|-------|

Part 5: Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

☒ None

| Description of the property lost and how the loss occurred | Amount of payments received for the loss | Dates of loss | Value of property lost |
|--|---|---------------|------------------------|
| | <p>If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.</p> <p>List unpaid claims on Official Form 106A/B (<i>Schedule A/B: Assets – Real and Personal Property</i>).</p> | | |

Part 6: Certain Payments or Transfers

11. Payments related to bankruptcy

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.

Dates

11.1.

1/10/24 - \$26,738
retainer deposit
4/8/24 - \$7,500
replenishment of
retainer
5/15/24 - \$15,000
replenishment of
retainer

\$49,238.00

Who made the payment, if not debtor?

☐ None.

Total amount or value

☐ None.

Total amount or value

1/31/24

\$75,557.48

Relationship to debtor

☐ Does not apply

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| | Address | Dates of occupancy From-To |
|-------|--|-------------------------------|
| 14.1. | 1215 W. Crosby Road, Suite 100 Carrollton, TX 75006 | 06/2022 - 01/2024 |
| 14.2. | 1220 Champion Circle #100 Carrollton, TX 75006 | 03/2020 - 06/2022 |

Part 8: Health Care Bankruptcies

15. Health Care bankruptcies

Is the debtor primarily engaged in offering services and facilities for:
 - diagnosing or treating injury, deformity, or disease, or
 - providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☒ No. Go to Part 9.
☐ Yes. Fill in the information below.

| Facility name and address | Nature of the business operation, including type of services the debtor provides | If debtor provides meals and housing, number of patients in debtor's care |
|---------------------------|--|---|
|---------------------------|--|---|

Part 9: Personally Identifiable Information

16. Does the debtor collect and retain personally identifiable information of customers?

- ☒ No.
☐ Yes. State the nature of the information collected and retained.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☐ No. Go to Part 10.
☒ Yes. Does the debtor serve as plan administrator?
☒ No Go to Part 10.
☐ Yes. Fill in below:

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

18. Closed financial accounts

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?
 Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

| Financial Institution name and Address | Last 4 digits of account number | Type of account or instrument | Date account was closed, sold, moved, or transferred | Last balance before closing or transfer |
|--|---------------------------------|-------------------------------|--|---|
|--|---------------------------------|-------------------------------|--|---|

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

- ☒ None

| Depository institution name and address | Names of anyone with access to it Address | Description of the contents | Does debtor still have it? |
|---|--|-----------------------------|----------------------------|
|---|--|-----------------------------|----------------------------|

Debtor **Grand Fusion Housewares, LLC**Case number (if known) **24-41694****20. Off-premises storage**

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

| Facility name and address | Names of anyone with access to it | Description of the contents | Does debtor still have it? |
|---------------------------|-----------------------------------|-----------------------------|----------------------------|
|---------------------------|-----------------------------------|-----------------------------|----------------------------|

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☐ None

| Owner's name and address | Location of the property | Describe the property | Value |
|--|--------------------------|---|-------------|
| Accelelevation LLC 235 S Pioneer Blvd Springboro, OH 45066 | | Security deposit for sublease of warehouse space located at 1215 W. Crosby Road, Suite 100, Carrollton, Texas 75006 | \$32,630.88 |

Part 12: Details About Environment Information

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- ☒ No.
☐ Yes. Provide details below.

| Case title Case number | Court or agency name and address | Nature of the case | Status of case |
|---------------------------|----------------------------------|--------------------|----------------|
|---------------------------|----------------------------------|--------------------|----------------|

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- ☒ No.
☐ Yes. Provide details below.

| Site name and address | Governmental unit name and address | Environmental law, if known | Date of notice |
|-----------------------|------------------------------------|-----------------------------|----------------|
|-----------------------|------------------------------------|-----------------------------|----------------|

24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☒ No.
☐ Yes. Provide details below.

| Site name and address | Governmental unit name and address | Environmental law, if known | Date of notice |
|-----------------------|------------------------------------|-----------------------------|----------------|
|-----------------------|------------------------------------|-----------------------------|----------------|

Part 13: Details About the Debtor's Business or Connections to Any Business

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25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☒ None

| Business name address | Describe the nature of the business | Employer Identification number Do not include Social Security number or ITIN. |
|-----------------------|-------------------------------------|--|
| | | Dates business existed |

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

| Name and address | Date of service From-To |
|---|----------------------------|
| 26a.1. Hilton Blieden [Address on file] | 2016 - present |
| 26a.2. Elizabeth Djinga [Address on file] | 2020 - present |

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☒ None

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☒ None

| Name and address | If any books of account and records are unavailable, explain why |
|------------------|--|
|------------------|--|

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☒ None

| Name and address |
|------------------|
|------------------|

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No

☐ Yes. Give the details about the two most recent inventories.

| Name of the person who supervised the taking of the inventory | Date of inventory | The dollar amount and basis (cost, market, or other basis) of each inventory |
|---|-------------------|--|
|---|-------------------|--|

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

☒ No

☐ Yes. Identify below.

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30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☐ No
☒ Yes. Identify below.

| | Name and address of recipient | Amount of money or description and value of property | Dates | Reason for providing the value |
|------|--|--|--|---|
| 30.1 | Brendan Bauer [Address on file] | \$85,500 | 5/22/23 through 1/29/24 \$4,500 paid biweekly | Salary See attached for more detail. |
| | Relationship to debtor Manager | | | |
| 30.2 | Xiaofei Ou [Address on file] | \$61,750 | 5/22/23 - 1/29/24 \$3,250 paid biweekly | Salary See attached for more detail. |
| | Relationship to debtor Manager | | | |
| 30.3 | Hilton Blieden [Address on file] | \$17,208.80 | 5/22/23 - 1/29/24 Approximately \$960 paid biweekly | Salary See attached for more detail. |
| | Relationship to debtor Manager | | | |

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☒ No
☐ Yes. Identify below.

| Name of the parent corporation | Employer Identification number of the parent corporation |
|--------------------------------|--|
|--------------------------------|--|

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No
☐ Yes. Identify below.

| Name of the pension fund | Employer Identification number of the pension fund |
|--------------------------|--|
|--------------------------|--|

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Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 13, 2024

/s/ Hilton Blieden

Signature of individual signing on behalf of the debtor

Hilton Blieden

Printed name

Position or relationship to debtor Authorized Representative

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☒ No

☐ Yes

Grand Fusion Housewares LLC

Statement of Financial Affairs

Question 30. Insider payments, distributions, or withdrawals within 1 year prior to Petition Date

| | <u>Brendan Bauer</u> | <u>Xiaofei Ou</u> | <u>Hilton Blieden</u> | <u>Total</u> |
|------------|-----------------------------|----------------------------|------------------------------|-----------------------------|
| 5/22/2023 | \$ 4,500.00 | \$ 3,250.00 | \$ 840.00 | \$ 8,590.00 |
| 6/5/2023 | \$ 4,500.00 | \$ 3,250.00 | \$ 960.00 | \$ 8,710.00 |
| 6/16/2023 | \$ 4,500.00 | \$ 3,250.00 | \$ 1,008.80 | \$ 8,758.80 |
| 6/28/2023 | \$ 4,500.00 | \$ 3,250.00 | \$ 960.00 | \$ 8,710.00 |
| 7/13/2023 | \$ 4,500.00 | \$ 3,250.00 | \$ 960.00 | \$ 8,710.00 |
| 7/27/2023 | \$ 4,500.00 | \$ 3,250.00 | \$ 960.00 | \$ 8,710.00 |
| 8/10/2023 | \$ 4,500.00 | \$ 3,250.00 | \$ 960.00 | \$ 8,710.00 |
| 8/25/2023 | \$ 4,500.00 | \$ 3,250.00 | \$ 960.00 | \$ 8,710.00 |
| 9/7/2023 | \$ 4,500.00 | \$ 3,250.00 | \$ 960.00 | \$ 8,710.00 |
| 9/22/2023 | \$ 4,500.00 | \$ 3,250.00 | \$ 960.00 | \$ 8,710.00 |
| 10/6/2023 | \$ 4,500.00 | \$ 3,250.00 | \$ 960.00 | \$ 8,710.00 |
| 10/19/2023 | \$ 4,500.00 | \$ 3,250.00 | \$ 960.00 | \$ 8,710.00 |
| 11/2/2023 | \$ 4,500.00 | \$ 3,250.00 | \$ 960.00 | \$ 8,710.00 |
| 11/20/2023 | \$ 4,500.00 | \$ 3,250.00 | \$ - | \$ 7,750.00 |
| 12/4/2023 | \$ 4,500.00 | \$ 3,250.00 | \$ 960.00 | \$ 8,710.00 |
| 12/18/2023 | \$ 4,500.00 | \$ 3,250.00 | \$ 960.00 | \$ 8,710.00 |
| 12/31/2023 | \$ 4,500.00 | \$ 3,250.00 | \$ 960.00 | \$ 8,710.00 |
| 1/13/2024 | \$ 4,500.00 | \$ 3,250.00 | \$ 960.00 | \$ 8,710.00 |
| 1/29/2024 | \$ 4,500.00 | \$ 3,250.00 | \$ 960.00 | \$ 8,710.00 |
| | <u>\$ 85,500.00</u> | <u>\$ 61,750.00</u> | <u>\$ 17,208.80</u> | <u>\$ 164,458.80</u> |